

B210A (Form 210A) (12/09)

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re Lehman Brothers Holdings Inc.

Case No. 08-13555

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the partial transfer, other than for security, of an undivided interest in the claim referenced in this evidence and notice.

Citigroup Financial Products Inc.
Name of Transferee

Waterstone MF Fund, Ltd
Name of Transferor

Name and Address where notices to transferee
should be sent:

Citigroup Financial Products Inc.
1615 Brett Road, Bldg 3
New Castle, DE 19720
Attn: Brian Broyles
Phone: 302-894-6175
Email: Brian.Broyles@citi.com

Court Claim # (if known): 42540
Total Amount of Claim Filed: \$51,291,099.98
Amount of Claim Transferred: \$3,242,000.00
Allowed Amount of Claim Transferred:
\$3,242,000.00
ISIN/CUSIP:
Blocking Number:
Date Claim Filed: October 20, 2009

Phone: 212-373-3000
Last Four Digits of Acct #:

With a copy to:

Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019
Attn: Elanit A. Snow
Phone: 212-373-3000
Email: Esnow@paulweiss.com

Name and address where transferee payments
should be sent (if different from above):

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 
Transferee/Transferee's Agent
BRIAN BLESSING
AUTHORIZED SIGNATORY

Date: _____

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 & 3571.

Form 210B (12/09)

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re Lehman Brothers Holdings Inc.

Case No. 08-13555

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

Claim No. 17718 was filed or deemed filed under 11 U.S.C. § 1111(a) in this case by the alleged transferor. As evidence of the transfer of that claim, the transferee filed a Partial Transfer of Claim Other than for Security in the clerk's office of this court on November 9, 2012.

<u>Waterstone MF Fund, Ltd</u>	<u>Citigroup Financial Products Inc.</u>
Name of Transferor	Name of Transferee

Address of Alleged Transferor:

Address of Transferee:

Waterstone MF Fund, Ltd.
c/o Waterstone Capital Management L.P.
2 Carlson Parkway, Suite 260
Plymouth, MN 55447
Attn: Vincent Conley

Citigroup Financial Products Inc.
1615 Brett Road, Bldg 3
New Castle, DE 19720
Attn: Brian Broyles
Phone: 302-894-6175
Email: Brian.Broyles@citi.com

Email: vconley@wscm.net

~ DEADLINE TO OBJECT TO TRANSFER ~

The alleged transferor of the claim is hereby notified that objections must be filed with the court within twenty-one (21) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: _____

CLERK OF THE COURT

EXECUTION COPY

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

LEHMAN BROTHERS
HOLDINGS, INC., et al.,

Debtors

Case No. 08-13555

Chapter 11

Jointly Administered

**NOTICE OF PARTIAL TRANSFER OF
CLAIM PURSUANT TO RULE 3001(e)**

PLEASE TAKE NOTICE that \$3,242,000.00 of the claim set forth below (the "Transferred Claim"):

Proof of Claim Amount	Proof of Claim No.
51,291,099.98	42540

has been transferred and assigned from Waterstone MF Fund, Ltd ("Assignor") to Citigroup Financial Products Inc. ("Assignee"). The signature of Assignor on this document is evidence of the transfer of \$3,242,000.00 of the claim and all rights thereto.


Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Bankruptcy Rules, and stipulates that an order may be entered recognizing this Assignment as an unconditional assignment and the Assignee herein as the valid owner of the Transferred Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the Transferred Claim to the Assignee.

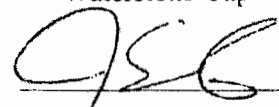
ASSIGNEE: **CITIGROUP FINANCIAL
PRODUCTS INC.**

ASSIGNOR: **WATERSTONE MF FUND,
LTD**

Address: Citigroup Financial Products Inc.
1615 Brett Road, Bldg 3
New Castle, DE 19720

By: Waterstone Capital Management, L.P.
Address: 2 Carlson Parkway, Suite 260
Plymouth, MN 55447
Waterstone Capital Management, L.P.

Signature: 
Name: Brian S. Broyles
Title: Authorized Signatory
Date: _____

Signature: 
Name: Jeffrey C. Erb
Title: General Counsel
Date: _____